

GT GreenbergTraurig

Invoice No.: 3721733

File No. : 153171.010100 Bill Date : August 21, 2014

Wakpamni Lake Community Corporation P.O. Box 6048 Pine Ridge, South Dakota, 57770

Attn: Raycen Raines

Re: Bond Issuance

REVISED INVOICE - Replaces invoice #3717256, dated 08/13/14

| Previous Balance: | \$ | 31,351.50 |
|------------------------------------|----|------------|
| Fees: | S | 49,106.25 |
| Less Courtesy Discount. | \$ | (5,457.75) |
| Fees for This Statement: | \$ | 43,648.50 |
| Expenses: | \$ | 0.00 |
| Total Amount of Current Statement: | \$ | 43,648.50 |
| BALANCE DUE: | s | 75,000.00 |

JHW:CAF Tax ID: 13-3613083



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FOR YOUR CONVENIENCE, WIRING INSTRUCTIONS FOR GT FIRM ACCOUNT FOR FEES & COSTS ARE AS FOLLOWS:

TO: WELLS FARGO BANK

ABA #: Redicased)0248

CREDIT TO: GREENBERG TRAURIG DEPOSITORY ACCOUNT

ACCOUNT#: Redacted 8663

PLEASE

REFERENCE: CLIENT NAME: WAKPAMNI LAKE COMMUNITY

CORPORATION

FILE NUMBER: 153171,010100 INVOICE NUMBER: 3721733*

BILLING

PROFESSIONAL: Jennifer H. Weddle

Wire fees may be assessed by your bank.

* If paying more than one invoice, please reference all invoice numbers in wiring instructions.

FOR CREDIT CARD PAYMENTS:

www.gtlawbilling.com

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1.00

Re: Bond Issuance 06/17/14 JHW Meeting with Mr. Raines and MMcGinnis regarding deal points and 1.80 issues; calls to follow-up on various issues; 07/01/14 MRM Review incentive and term sheet; email correspondence with 5.80 working group; 07/02/14 MRM Review draft trust indenture; email correspondence with T. 4.60 Anderson and R. Raines; 07/07/14 MRM Email and telephone conference with working group; review annuity 3.90 contract and indenture; Email and telephone conference with working group to review 07/08/14 4.10 MRM Indenture: prepare distribution list and placement operating agreement; conference call with working group; 07/08/14 JHW Team correspondence regarding preparation for call with purchaser's 1.10 counsel, participate in call with trustees' counsel, follow-up call with MMcGinnis regarding questions about draft documents; further email correspondence with HThompson and MMcGinnis regarding 07/09/14 MRM Email and telephone conference with working group; review 3.50 indenture; prepare paa: 07/10/14 MRM Email and telephone conference with working group review 3.20 Indenture: Draft placement agency agreement; email and telephone conference 07/11/14 MRM 2.80 with working group. 07/14/14 MRM Prepare placement agency agreement; email and telephone 2.40 conference with working group; Email and telephone conference with working group; revise 07/15/14 MRM 3.20 documents: 07/16/14 MRM Email and telephone conference with working group; review bond 3.40 documents; draft placement agreement; 07/16/14 JHW Communications regarding draft deal documents; 0.20 HDT Phone call with WLCC regarding structure of new Wakpamni Lake 07/17/14 1.00 Community Development Corporation; email conversation with GT team regarding WL resolution in support of bond; 1.70 07/18/14 MRM Review revised bond documents:

JHW:CAF

07/18/14

HDT

Tax ID: 13-3613083

Phone conference meeting with whole WLCC to finalize WL motion

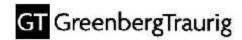
for OST to pass a resolution in support of Community economic development, redrafting of final version of OST resolution of

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|--|--------------------|---|--------------|--|
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| 07/01/14 | MIDM | support and amendment of Ordinance 12-17; | 1.60 | |
| 07/21/14 | MRM | Review bond documents; email correspondence with working group; | | |
| 07/21/14 | JHW | Confer with MMcGinnis regarding draft deal documents, | | |
| 07/22/14 | MRM | Review draft indenture, articles and resolution, email and telephone conference with working group; | 4.20 | |
| 07/22/14 HDT Drafted WLCC Resolution to create the Wakpamni Lake | | 3.00 | | |
| | | Development Corporation; drafted Articles for the establishment of the WLDC; began work on the drafting of a resolution by WLDC to issue revenue bonds; | | |
| 07/23/14 | MRM | Email and telephone conference with T. Anderson and other | 4.30 | |
| | | working group members; review and revise Indenture and send resolution; | | |
| 07/23/14 | HDT | Draft of WLDC bond resolution. Multiple edits with team of | 6.00 | |
| | | resolution. (3.0); addition of team edits to WLDC Articles of | | |
| | | Incorporation (1.0); email/communications to WLCC Board | | |
| | | regarding agenda, and necessary votes this day (0.5); drafting of | | |
| | | WLDC resolution and editing of LOI regarding potential gaming to | | |
| | | be incorporated into the Junction 18 project. (1.5); | | |
| 07/24/14 | MRM | Email and telephone conference with working group; review and | 3.70 | |
| V 11 | | revise articles and resolutions, revise indenture, | 4113 | |
| 07/25/14 | MRM | Email and telephone conference with working group; review revised | 1.20 | |
| | | bond documents; | | |
| 07/29/14 | HDT | Online monitoring of Oglala Sioux Tribe Council debate over | 2,00 | |
| | | proposed WLCC tribal resolution. OST resolution clarifying | | |
| | | Community economic development powers tabled (1.0), call with | | |
| | | WLCC Board and staff to discuss paths forward in order to protect | | |
| | | our business partners and move quickly, internal GT meeting with | | |
| | | JWeddle regarding what if any effect on bond deal and fiming. (1.0); | | |
| 07/30/14 | MRM | Email and telephone conference with working group; review revised | 4.30 | |
| | | documents and prepare opinion; | | |
| 07/30/14 HDT | | Review of current situation and evaluation of moving forward on | 0.75 | |
| | | bond deal in light of closing next week; | | |
| 07/30/14 | | | 0.40 | |
| | | and strategy for completion of bond documents; | | |
| 07/31/14 | MRM | Prepare legal opinion; review closing documents; email and | 4.60 | |
| STATE OF THE PARTY OF THE PARTY. | AD-AMMONDARIA (T.) | telephone conference with working group, | 7000 PM 2530 | |
| 07/31/14 | JHW | Team communications regarding finalizing of deal documents and | 0.30 | |
| - service dr. b (f | VAL. 17 | opinion letter, with particular attention to sovereign immunity waiver issues. | W.147.W | |
| | | | | |

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Timekeeper Summary

| Timekeeper | Hours | Hourly Rate | Total |
|--------------------|-------|-------------|-------------|
| Michael McGinnis | 62,50 | 635.00 | 39,687.50 |
| Jennifer H. Weddle | 4.00 | 550.00 | 2,200.00 |
| Heather Thompson | 13.75 | 525.00 | 7,218.75 |
| TOTAL: | 80,25 | - | \$49,106,25 |

TOTAL FEES AND EXPENSES

\$43,648.50

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